



招商局港口控股有限公司

CHINA MERCHANTS PORT HOLDINGS COMPANY LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 00144)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

Formation

1. The Remuneration Committee (the “Committee”) was formed pursuant to the board resolution of China Merchants Holdings (International) Company Limited (now known as China Merchants Port Holdings Company Limited) (“the Company”) passed on 3 January 2005.

Composition and Quorum

2. The Committee members shall be appointed by the board of directors of the Company (the “Board”). A majority of the Committee members should be independent non-executive directors.

Members : The Committee shall consist of not less than 3 members.

Quorum : 2

3. The Chairman of the Committee shall be appointed by the Board and should be an independent non-executive director.
4. The meetings and proceedings of the Committee are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of directors and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) or other regulatory requirements applicable to the Company from time to time.

Authority

5. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
6. The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise in the meetings if it considers this necessary.

Duties

7. The duties of the Committee shall be:

- (a) To make recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy.
- (b) Either (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or (ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment. Factors which should be taken into consideration include but not limited to salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group.
- (c) To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives.
- (d) To review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive.
- (e) To review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate.
- (f) To make recommendations to the Board on the remuneration of non-executive directors and independent non-executive directors.
- (g) To ensure that no director or any of their associates is involved in deciding that director's own remuneration.
- (h) To consult the chairman and/or the chief executive about their remuneration proposals for other executive directors. The Committee should have access to independent professional advice if necessary.
- (i) To review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.
- (j) To consider other topics as defined by the Board.

8. The Committee should be provided with sufficient resources to perform its duties.
9. The Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so.

(Revised on 8 December 2022)